AMERICAN TECHNOLOGY INITIATIVE

Aerospace Research, Technology Transfer and Commercialization

To: Steve G. 10.22.93

From: Paul M and Karen R

Re: Steps for Structuring of RITA R&D Consortia Project

1. Background

The NASA Ames NRTC and Center managers have conditionally committed to forming a rotorcraft industry public private, dual-use, R&D partnership if we can organize the private sector OEM's and their suppliers into a single collaborating organization. We have the conditional commitment of the American Helicopter Society to support this type of organization.

Based on our assessment of the necessary steps to secure a NASA obligating document under the current JSR Plus policy to fund the RITA R&D project, we have determined that the following set of actions must happen, in this general sequence.

AmTech will have organizing and half of operating costs covered by NASA through funding from the NRTC to support the partnership organization. The other half of operating costs will be covered by RITA member dues and overhead cost recovery fees on project support administration, including Eric Brachausen as launch Executive Director and Senior Administrator.

2. Change of Focus

The first step must be to change the current work focus from producing documents to form the RITA association, to producing a list of negotiated agreements between the various champions at NASA and the four rotorcraft companies. This set of negotiated agreements, taking the form of operating memos, will allow us to pre-screen the policy issues contained the proposed RITA JSR to assure that the obligating document can be available in time.

3. Sequence of Steps

A. Determine Features of RITA Organization

A.1. Determine RITA legal organization: Find and modify sample documents for bylaws, articles of incorporation, membership agreements, intellectual policy, R&D subcontracts, and governing rules/regulations.

A.2. Determine Functional Organization: Specify the functions the organization must carryout for the group; specify the organization structure; roles and responsibilities of people carrying out those functions; and timing of filling roles.

A.3 Prepare Launch and Administration: Define, organize and staff the launch and administrative functions

A.3 Determine the R&D Project Solicitation, Intake, Decision, and Implementation Process: Prepare a detailed flow chart of the R&D project production process from the initial solicitation, to review, to NASA signoff, to award, to contract, to project monitor, to IP property filing/disclosure, to final delivery and payments. Once this is laid out, specify exactly who from A2 above will carry out each step.

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B. Determine Strawman R&D plans

The strawman R&D plans are the key to getting the obligating document ready. Their absence is holding up progress at analyzing the relationship between the projects, RITA, and NASA.

C. Determine Likely Outline of NASA-RITA JSR Agreement

Based on the output from A and B, a draft JSR obligating document can be prepared in outline form only. It will specify the likely form of the obligee (i.e. RITA) and needs to be prescreened by the Ames counsel's office to assure we will not be ambushed on a policy level once the deal is brought forward.

D. Determine Exact Form of RITA-Contractor Work Agreements

With the JSR agreement screened on a policy basis, it will be necessary to draft a sample Work Agreement between RITA and the contractors, since this is the actual document through which the NASA funding will eventually be passed.

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